

BLOOMSBURY PUBLISHING PLC

Share Ownership Guidelines

The Remuneration Committee (the “Committee”) considers that each executive director of the Bloomsbury main board (“Executive Director”) should retain a personal holding of shares in Bloomsbury Publishing Plc (“Bloomsbury”) which has a significant value to the individual. This exposes the Executive Directors to the same risks and rewards enjoyed by Bloomsbury’s shareholders so aligning management’s interests with those of the shareholders.

Bloomsbury’s Share Ownership Guidelines (the “Guidelines”) are as follows:

1) Participants of the Guidelines

The Guidelines apply to each Executive Director.

2) Shareholding requirement

Executive Directors shall build and maintain a minimum holding of Bloomsbury shares (“Shareholding”) worth 200% of base salary calculated in accordance with the Guidelines.

The Guidelines do not limit the maximum number of shares an Executive Director may hold.

3) Shares counting towards Shareholdings

Shares in which the Executive Director, their spouse/ civil partner or minor children have a beneficial interest count towards the Shareholding providing they are not

- shares held by the Bloomsbury Employee Benefit Trust,
- unexercised options or vested share awards or
- shares for which the receipt has been deferred.

4) Vesting shares under Long Term Incentive Plans and bonus arrangements

Executive Directors with Shareholdings worth less than 200% of their base salary shall retain all shares arising from vested LTIP awards (net of tax) or any other share plan as determined by the Committee.

In the event that an Executive Director does not meet their shareholding guideline at the time of payment, any bonus earned in excess of 100% of salary will be deferred into shares for two years (unless the Committee exercises its discretion to waive this requirement). This applies to all bonuses paid after the 2023 AGM.

5) Timeframe for building Shareholdings

The period is not limited over which Executive Directors shall accumulate their Shareholding.

Executive Directors may make market purchases of shares to count towards their Shareholding but the Guidelines do not require the Executive Directors to make market purchases of shares.

6) Valuation of a Shareholding

The number of shares needed to satisfy a Shareholding shall be recalculated annually at the close of the next business day following announcing the full year results (the “Review Date”). The recalculation shall be based on the Executive Director’s prevailing base salary and the closing mid market share price on the Review Date.

The number of shares needed to satisfy a Shareholding shall be fixed (not recalculated annually) from the first Review Date on which the Shareholding is satisfied save that the target number of shares shall be adjusted for the amount of any change to base salary by applying the share price for the most recent Review Date.

The Committee has discretion to determine the value of a Shareholding.

7) Base salary

Base salary for 12 months excluding other pay elements shall be used for calculating the minimum Shareholding requirement.

8) Retention of shares

Executive Directors shall not dispose of shares needed to meet their minimum Shareholding requirement except as approved by the Committee. After ceasing to be an Executive Director, individuals will be expected to maintain a shareholding equivalent of 200% of salary (or actual holding if lower), tapering down to nil over two years. This guideline on post-employment retention applies to shares vesting after the 2020 AGM. The Committee may give approval to dispose of shares in limited circumstances such as to comply with legal obligations, to avoid financial distress or on compassionate grounds.

Executive Directors may dispose of shares not needed to meet their minimum Shareholding requirement.

The Guidelines do not modify the Bloomsbury Share Dealing Code with which disposals of shares must comply.

9) Changes to the Guidelines

The Committee in its absolute discretion may amend or repeal the Guidelines.

10) Adherence

The Company Secretary shall monitor adherence to the Guidelines and report periodically to the Remuneration Committee, and inform the Executive Directors, of the extent to which the Guidelines have been met.

11) Disclaimer

The Guidelines do not form a legally binding agreement between the Executive Directors and Bloomsbury.

Approved by the Board on 18 July 2023